

Hearing Date: December 20, 2007
Objection Deadline: November 26, 2007

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

Jointly Administered

Ref Nos. 10962 & 10963

**JOINDER OF GOLDMAN SACHS CREDIT PARTNERS, L.P. IN (I) THE OBJECTION
OF SIEMENS ELECTRIC LTD AND SIEMENS VDO AUTOMOTIVE INC. n/k/a
SIEMENS VDO AUTOMOTIVE CANADA INC. TO THE NOTICES OF (A) CURE
AMOUNT AND (B) ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY
CONTRACTS IN CONNECTION WITH THE SALE OF THE DEBTORS' INTERIORS
AND CLOSURES BUSINESSES AND (II) OBJECTION OF SIEMENS VDO
AUTOMOTIVE CORP. TO THE NOTICES OF (A) CURE AMOUNT AND (B)
ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY CONTRACTS IN
CONNECTION WITH THE SALE OF THE DEBTORS'
INTERIORS AND CLOSURES BUSINESSES**

Goldman Sachs Credit Partners, L.P., (“GSCP”) by and through its undersigned counsel hereby submits this Joinder (the “Joinder”) of GSCP in (i) the Siemens VDO Automotive Canada Inc. Objection to (a) the Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses, and (b) the Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Purchasers in Connection with Sale of Interiors and Closures Businesses, filed by Delphi Corporation or its debtor affiliates (collectively, “Delphi” or the “Debtors”) and (ii) the Siemens VDO Automotive Corp. Objection to (a) the Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses, and (b) the Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Purchasers in Connection with Sale of Interiors and Closures Businesses, filed by Delphi or its debtor affiliates. In support of this Joinder, GSCP respectfully represents and states as follows:

BACKGROUND

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for relief under chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors. On April 28, 2006, the U.S. Trustee appointed the Equity Committee.

3. On November 16, 2007 Debtors filed (a) the Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses (the "Cure Notice"), and (b) the Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Purchasers in Connection with Sale of Interiors and Closures Businesses (the "Assignment Notice"), (collectively, the "Notices").

4. Siemens VDO Automotive Canada Inc. and Siemens VDO Automotive Corp. (together with its affiliate entities, "Siemens") have filed objections to the Notices contemporaneously herewith (the "Siemens Objections").

JOINDER

5. GSCP hereby joins in and states its support for the Siemens Objections. GSCP incorporates by reference as if fully set forth herein the Siemens Objections and fully supports the arguments made by the Siemens Objections therein, as Siemens is the original claimant and the party to the contracts to be assumed by Delphi or its purchaser.

6. On or about November 14, 2005, Siemens Financial Services, Inc. transferred to GSCP not less than \$17,537,974.12 (the "Transferred Claims") of the sums claimed by Siemens, which Transferred Claims may be subject to the relief sought in the Notices.

7. While Siemens is the original claim holder and the party to the contracts subject to the Notices, GSCP, as the holder of the Transferred Claims, has a direct economic interest in the resolution of the Notices.

8. GSCP reserves the right to supplement the Siemens Objections with any further or additional arguments it may have with respect to the Notices.

WHEREFORE, GSCP requests that the Court enter an order (i) sustaining the Siemens Objections; and (ii) granting such other and further relief that is just and proper.

Dated: New York, NY
November 26, 2007

Respectfully submitted,

BROWN RUDNICK BERLACK ISRAELS LLP,

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